

Exhibit A

OCP Declaration and Retention Questionnaire for Covington & Burling LLP

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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:
PG&E CORPORATION

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**
Debtors.

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11

(Lead Case)
(Jointly Administered)

**DECLARATION AND DISCLOSURE
STATEMENT OF DAVID B. GOODWIN, ON
BEHALF OF COVINGTON & BURLING LLP**

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

I, David B. Goodwin, hereby declare as follows:

1. I am a Partner of Covington & Burling LLP, located at San Francisco, California (the “**Firm**”).

2. PG&E Corporation and Pacific Gas and Electric Company, as debtors and debtors in possession (together, the “**Debtors**”) in the above-captioned chapter 11 cases, have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services (the “**Services**”).

3. The Services include, but are not limited to, the following: Advice concerning insurance coverage under director and officer and potentially other insurance policies.

4. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors’ chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm

1 does not have any relationship with any such person, such person's attorneys, or such person's
2 accountants that would be adverse to the Debtors or their estates with respect to the matters on which
3 the Firm is to be retained.

4 5. The Firm does not receive compensation from third party sources other than the Debtors
5 for the Services.

6 6. Neither I, nor any principal of, or professional employed by the Firm has agreed to share
7 or will share any portion of the compensation to be received from the Debtors with any other person
8 other than principals and regular employees of the Firm.

9 7. Neither I nor any principal of, or professional employed by the Firm, insofar as I have
10 been able to ascertain, holds or represents any interest materially adverse to the Debtors or their estates
11 with respect to the matters on which the Firm is to be retained.

12 8. As of the commencement of this chapter 11 case, the Debtors owed the Firm \$0 in respect
13 of prepetition services rendered to the Debtors.

14 9. The Firm is conducting further inquiries regarding its retention by any creditors of the
15 Debtors, and upon conclusion of this inquiry, or at any time during the period of its employment, if the
16 Firm should discover any facts bearing on the matters described herein, the Firm will supplement the
17 information contained in this Declaration.

18 Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury under the laws of the United
19 States of America that the foregoing is true and correct, and that this Declaration and Disclosure
20 Statement was executed on January 9, 2020, at San Francisco, California.

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22 David B. Goodwin
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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11

(Lead Case)
(Jointly Administered)

RETENTION QUESTIONNAIRE

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by PG&E Corporation and Pacific Gas and Electric Company, as debtors and debtors in possession (together, the “**Debtors**”) in the above-captioned chapter 11 cases.

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate.
If more space is needed, please complete on a separate page and attach.

1. Name and address of professional:

David B. Goodwin

Covington & Burling LLP

415 Mission Street, 54th Floor

San Francisco, California 94105-2533

2. Date of retention: December 5, 2019

3. Type of services to be provided:

Legal services

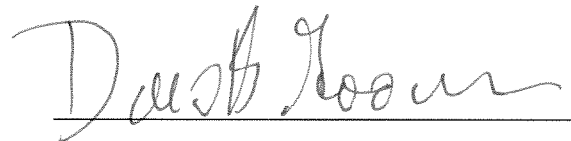
- 1 4. Brief description of services to be provided:
2 Advice concerning insurance coverage under director and officer and potentially other insurance
3 policies.
- 4 5. Arrangements for compensation (hourly, contingent, etc.):
5 Hourly
- 6 (a) Average hourly rate (if applicable): \$935
7 (b) Estimated average monthly compensation based on prepetition retention (if company was
8 employed prepetition):
9 _____
- 10 (c) Disclose the nature of any compensation arrangement whereby the company is
11 reimbursed by a third party for services provided to the Debtors (if applicable): N/A
- 12 6. Prepetition claims against the Debtors held by the company:
13 Amount of claim: \$0
14 Date claim arose: N/A
15 Nature of claim: N/A
- 16 7. Prepetition claims against the Debtors held individually by any member, associate, or employee
17 of the company:
18 Name: Richard Meserve (former member of PG&E board and Senior Of Counsel at Covington
19 & Burling LLP)
20 Status: Pending
21 Amount of claim: Uncertain
22 Date claim arose: Pre-petition
23 Nature of claim: Mr. Meserve seeks indemnification from PG&E Corporation under the bylaws
24 with respect to claims arising from his service on the board of directors
25
- 26 8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to
27 their estates for the matters on which the professional is to be employed:
28

1 This firm represents, and in the future will continue to represent, San Diego Gas & Electric,
2 Calpine Corporation, and Procter & Gamble Company on matters adverse to Pacific Gas &
3 Electric Company that are not substantially related to this proposed matter.
4

5 9. Name and title of individual completing this form:

6 David B. Goodwin, Partner
7

8 Dated: January 9, 2020



Signature of Individual Completing Form

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153-0119